

RECORDATION NO. 24893-B FILED

PERETORE & PERETORE

OCT 22 '04

2-57 PM

A PROFESSIONAL CORPORATION

COUNSELLORS AT LAW

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SURFACE TRANSPORTATION BOARD

NEW YORK OFFICE

110 PARK STREET

STATEN ISLAND, N.Y. 10306

(718) 667-8785

REPLY TO NEW JERSEY

FRANK PERETORE*

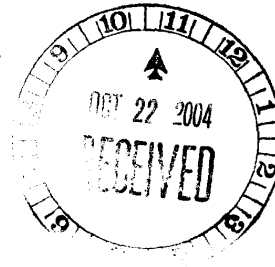
JANIS MIGLIORISE PERETORE**

*NEW JERSEY, NEW YORK & D.C. BARS

**NEW JERSEY & NEW YORK BARS

May 28, 2004

Regena Smith-Bernard
Surface Transportation Board
1925 K. Street N.W.
Washington, D.C. 20590



Dear Ms. Bernard:

I have enclosed an original and two copies of the document(s) described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is an Assignment of Contract Documents, a secondary document, dated March 12, 2004. The primary document to which this is connected is recorded under Recordation No. 24893. We request that this assignment be cross-indexed.

The names and addresses of the parties to the documents are as follows:

Assignor, Vendor, Lessor, Mortgagee, etc: Industrial Finance, Inc.

Assignee: All Points Capital Corp.

Vendee, Lessee, Mortgagor, etc: Cardella Waste Services of New Jersey, Inc.

A description of the equipment covered by the document is as follows:

FIFTY (50) 1982/83 ORTNER 4000 CU. FT. GONDOLA RAIL CARS. SN'S:

CWSX1 01, CWSX1 02, CWSX1 03, CWSX1 04, CWSX1 05, CWSX1 06, CWSX1 07,
CWSX108, CWSX109, CWSX110, CWSX111, CWSX112, CWSX113, CWSX114, CWSX115
CWSX116, CWSX117, CWSX118, CWSX119, CWSX120, CWSX121, CWSX122, CWSX123,
CWSX124, CWSX125, CWSX126, CWSX127, CWSX128, CWSX129, CWSX130, CWSX131,
CWSX132, CWSX133, CWSX134, CWSX135, CWSX136, CWSX137, CWSX138, CWSX139,
CWSX140, CWSX141, CWSX142, CWSX143, CWSX144, CWSX145, CWSX146, CWSX147,
CWSX148, CWSX149, CWSX150

A short summary of the document to appear in the index follows: Assignment between

Industrial Finance, Inc., 589 Franklin Turnpike, Ridgewood, New Jersey 07450 and All Points Capital Corp., 275 Broad Hollow Road, Melville, New York 11747 dated March 12, 2004 covering covering Fifty (50) 1982/83 Ortner 4000 Cu. Ft. Gondola Rail Cars, SN'S: CWSXI 01,CWSXI 02,CWSXI 03,CWSXI 04,CWSXI 05,CWSXI 06,CWSXI 07, CWSXI08,CWSXI09,CWSXII0,CWSXIII,CWSXI12,CWSXI13,CWSXII4,CWSXI15 CWSXI16,CWSXI17,CWSXI18,CWSXI19, CWSXI20, CWSXI21, CWSXI22, CWSXI23, CWSXI24, CWSXI25, CWSXI26, CWSXI27, CWSXI28, CWSXI29, CWSXI30, CWSXI31, CWSXI32, CWSXI33, CWSXI34, CWSXI35, CWSXI36, CWSXI37, CWSXI38, CWSXI39, CWSXI40, CWSXI41, CWSXI42, CWSXI43, CWSXI44, CWSXI45, CWSXI46, CWSXI47, CWSXI48, CWSXI49, CWSXI50,

and connected to Chattel Mortgage with Recordation No. 24893.

A fee of \$30.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to Peretore & Peretore, PC, 191 Woodport Road, Sparta, New Jersey 07871.

Very truly yours,

Frank Peretore

FP:ad

Enclosure

Cc: Mr. Anthony Perettine

Mr. Kerry Mach

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ASSIGNMENT OF MEMORADUM OF CHATTEL MORTGAGE

SURFACE TRANSPORTATION BOARD

WHEREAS, Industrial Finance, Inc. ("Assignor") is the current holder of a Memorandum of Chattel Mortgage dated March 12, 2004 between Industrial Finance, Inc. and Cardella Waste Services of New Jersey, Inc. recorded with the Surface Transportation Board on April 2, 2004 and assigned recordation number 24893, and

WHEREAS Assignor has assigned all of its right, title and interest in the Chattel Mortgage and all related documents which are the subject of the Memorandum of Chattel Mortgage to All Points Capital Corp. ("Assignee"):

Now therefore, for good and valuable consideration, receipt of which is hereby acknowledged, the undersigned, has assigned and does hereby assign to ALL POINTS CAPITAL CORP., 275 Broad Hollow Road, Melville, New York, its successors and assigns, all of the rights title and interest in the Memorandum of Chattel Mortgage.

INDUSTRIAL FINANCE, INC.

By: [Signature]
Name: PETER McGuinness
Title: V.P.

On this _____ day of _____, 2004 before me personally appeared _____ to me personally known, who being by me duly sworn, says that (s)he is the _____ of Industrial Finance, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL.)

Signature of Notary Public [Signature]
My Commission expires 5/23/07

ALL POINTS CAPITAL CORP.

By: [Signature]
Name: MICKY MLODYNI
Title: Assistant Treasurer

On this 24th day of May, 2004 before me personally appeared Micky Mlodynia to me personally known, who being by me duly sworn, says that (s)he is the Assistant Treasurer of Industrial Finance, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Signature of Notary Public [Signature]
My Commission expires _____

W. KERRY MACH
Notary Public, State of New York
No. 4969098
Qualified in Suffolk County
Commission Expires July 9, 2006

POWER OF ATTORNEY

This Power of Attorney is made on April __, 2004

RECORDATION NO.

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2-57 PM

Between: The Principal(s)

All Points Capital Corp.

whose address is: 275 Broad Hollow Road, Melville, New York 11747

SURFACE TRANSPORTATION BOARD

individually referred to as "I" or "my",

And: The Agent(s)

Frank Peretore, Esq.

whose address is: 191 Woodport Road, Sparta, New Jersey 07871

referred to as "You".

Grant of Authority. I appoint You to act as my Agent (called an attorney in fact) to do each and every act which I could personally do for the following uses and purposes:

Record an Assignment from Industrial Finance, Inc. to All Points Capital Corp. of the Memorandum of Chattel Mortgage between Industrial Finance, Inc. and Cardella Waste Services of New Jersey, Inc. dated March 12, 2004 recorded on April 2, 2004 and assigned recordation number 24893.

Powers. I give You all the power and authority which I may legally give to You. You may revoke this Power of Attorney or appoint a new Agent in your place. I approve and confirm all that You or your substitute may lawfully do on my behalf.

Signatures. By signing below, I acknowledge that I have received a copy of this Power of Attorney and that I understand its terms.

All Points Capital Corp.

Micky Mlodnick

By: *Robert Messure*

Prepared by:

(N.J.S.A. Frank Peretore, Esq.

46:15-13)

STATE OF NEW YORK:

: ss

COUNTY OF SUFFOLK :

I CERTIFY that on May 24th, 2004
Micky Mlodnick, personally came before me and acknowledged under oath, to my satisfaction, that this person

- (a) is named in and personally signed this document; and
- (b) signed, sealed and delivered this document as his or her act and deed.

[Signature]
Notary Public

W. KERRY MACH
Notary Public, State of New York
No. 4969098
Qualified in Suffolk County
Commission Expires July 9, 2006